

THIS SURRENDER AGREEMENT AND AMENDMENT (this "Agreement") dated as of ~~November 3~~ ^{November 15}, 1985 between BATTERY PARK CITY AUTHORITY, a New York public benefit corporation having an office at 40 West Street, New York, New York 10006 ("Landlord") and RECTOR PARK A ASSOCIATES L.P., a Delaware limited partnership having an office c/o The Related Companies, Inc., 645 Fifth Avenue, New York, New York 10022 ("Tenant").

W I T N E S S E T H :

WHEREAS, Landlord and Tenant are parties to an Agreement of Lease dated as of December 20, 1984, a Memorandum of which bearing even date therewith was recorded in the Office of the City Register, New York County on December 31, 1984 in Reel 861 at page 1257, as amended by Amendment dated as of *November 15*, 1985 between Landlord and Tenant and recorded on _____, 1985 in said Register's Office in Reel _____ at page _____ (the "Lease"), covering the premises more particularly described in Exhibit A hereto; and

WHEREAS, Landlord and Tenant are desirous of further amending the Lease in the manner hereinafter provided.

NOW, THEREFORE, for good and valuable consideration, the parties hereto hereby agree that the Lease is hereby amended in the following respects:

1. Exhibit A to the Lease is hereby deleted in its entirety and Exhibit B annexed hereto is hereby substituted therefor.
2. Section 11.02(h) of the Lease is hereby amended by deleting the figure "109,000" and substituting therefor the figure "114,500".
3. Except as herein amended, the terms and provisions of the Lease, in all other respects, shall remain unmodified and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first above written.

BATTERY PARK CITY AUTHORITY

By: [Signature]
Its: President

RECTOR PARK A ASSOCIATES L.P.,
a Delaware limited partnership

By: Related Rector Park Inc., a
general partner

By: [Signature]
Its: [Signature]

By: RPA Innovations, Inc., a
general partner

By: [Signature]
Its: Pres.

By: Related Site A L.P., a
general partner

By: Related Rector Park Inc.

By: [Signature]
Its: [Signature]

By: Park A Innovations L.P., a
general partner

By: RPA Innovations, Inc.

By: [Signature]
Its: Pres.

ALL that certain lot, piece or parcel of land, situate, lying and being in the Borough of Manhattan, City, County and State of New York, bounded and described as follows:

BEGINNING at the corner formed by the intersection of the southerly side of Rector Place with the easterly side of South End Avenue;

RUNNING THENCE North 83 degrees 11 minutes 50 seconds East along the southerly side of Rector Place, 103 feet;

THENCE south 0 degrees 41 minutes 56 seconds West, 186.50 feet to the northerly side of Thames Street;

THENCE due west along the northerly side of Thames Street, 100 feet to the corner formed by the intersection of the northerly side of Thames Street with the easterly side of South End Avenue;

THENCE due north along the easterly side of South End Avenue, 174.28 feet to the point or place of BEGINNING.

Bearings are in the same system used on the Borough Survey, Borough President's Office, Borough of Manhattan.

Exhibit A

STATE OF NEW YORK)
 : SS:
 COUNTY OF NEW YORK)

On this 4th day of December, 1985, before me personally came Meyer S. Trucher, to me known, who, being by me duly sworn, did depose and say that he resides at 324 W. 101 St., New York, NY, that he is the President of BATTERY PARK CITY AUTHORITY, the public benefit corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the members of said corporation; and that he signed his name thereto by like order.

CECILIA MADDEN
 Notary Public, State of New York
 No. 304698371
 Qualified in Nassau County
 Cert. Filed in New York County
 Commission Expires March 30, 1987

Cecilia Madden
 Notary Public

STATE OF NEW YORK)
 : SS:
COUNTY-OF NEW YORK)

On this 3 day of Dec, 1985, before me personally appeared Alan Grossman, to me known, who, being by me duly sworn, did depose and say that he resides at 645 FIFTH AVE, New York, NY 10022 that he is the Vice President of Related Rector Park Inc., the corporation described in the foregoing instrument and which executed the same as a general partner in the Delaware limited partnership known as Related Site A L.P., which partnership is a general partner in the Delaware limited partnership known as RECTOR PARK A ASSOCIATES L.P., and that he signed his name thereto by order of the board of directors of said corporation.



Notary Public

NANCY SMITH
Notary Public, State of New York
No. 31-4759715
Qualified in New York County
Commission Expires March 30, 1986. 6

STATE OF NEW YORK)
 : ss:
 COUNTY OF NEW YORK)

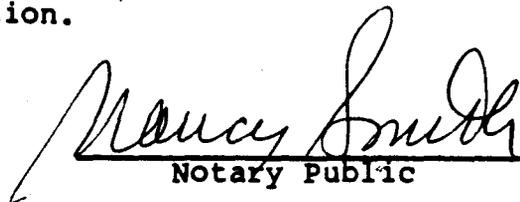
On this 3 day of Dec, 1985, before me personally appeared Anthony Marchall, to me known, who, being by me duly sworn, did depose and say that he ^{has office at} resides at ^{500 EIGHT Ave NY NY} that he is the President of RPA Innovations, Inc., the corporation described in the foregoing instrument and which executed the same as a general partner in the Delaware limited partnership known as RECTOR PARK A ASSOCIATES L.P., and that he signed his name thereto by order of the board of directors of said corporation.

Nancy Smith
 Notary Public

NANCY SMITH
 Notary Public, State of New York
 No. 31-4759715
 Qualified in New York County
 Commission Expires March 30, 198...

STATE OF NEW YORK)
 : ss:
COUNTY OF NEW YORK)

On this 3 day of Dec, 1985, before me personally appeared Alan Grossman, to me known, who, being by me duly sworn, did depose and say that he resides at 645 Fifth Ave, NY, NY, that he is the a Vice Pres of Related Rector Park Inc., the corporation described in the foregoing instrument and which executed the same as a general partner in the Delaware limited partnership known as RECTOR PARK A ASSOCIATES L.P., and that he signed his name thereto by order of the board of directors of said corporation.



Notary Public

NANCY SMITH
Notary Public, State of New York
No. 31-4759715
Qualified in New York County
Commission Expires March 30, 1986

STATE OF NEW YORK)
 : SS:
COUNTY OF NEW YORK)

On this 3 day of Dec, 1985, before me personally appeared Anthony Mardice, to me known, who, being by me duly sworn, did depose and say that he ~~resides at~~ ^{has an office at} Four Eight One, NY 111, that he is the president of RPA Innovations, Inc., the corporation described in the foregoing instrument and which executed the same as a general partner in the Delaware limited partnership known as Park A Innovations L.P., which partnership is a general partner in the Delaware limited partnership known as RECTOR PARK A ASSOCIATES L.P., and that he signed his name thereto by order of the board of directors of said corporation.


Notary Public

NANCY SMITH
Notary Public, State of New York
No. 31-4759715
Qualified in New York County
Commission Expires March 30, 1986

BEGINNING at the corner formed by the intersection of the northerly line of Thames Street with the easterly line of South End Avenue;

1. Running thence due north, along the easterly line of South End Avenue, 174.28 feet to the corner formed by the intersection of the southerly line of Rector Place with the easterly line of South End Avenue.
2. Thence north $83^{\circ}-11'-50''$ east, along the southerly line of Rector Place, 103.00 feet;
3. Thence south $0^{\circ}-41'-56''$ west, 63.54 feet;
4. Thence south $83^{\circ}-11'-50''$ west, 38.77 feet;
5. Thence due south, 82.94 feet;
6. Thence due east, 37.43 feet;
7. Thence south $0^{\circ}-41'-56''$ west, 35.42 feet to a point in the northerly line of Thames Street;
8. Thence due west, along the northerly line of Thames Street, 100 feet to the point or place of **BEGINNING**.

EXHIBIT B